

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
Delphi Corporation, <u>et al.</u> ,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ILLINOIS)
) ss.
COUNTY OF LAKE)

C. Lawrence Connolly, III, being duly sworn, deposes and says:

1. I am the secretary of Hewitt Associates LLC ("Hewitt"), which maintains offices at 100 Half Day Road, Lincolnshire, Illinois, 60069.

2. Neither I, Hewitt, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Hewitt has represented and advised the Debtors in connection with a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Hewitt has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Hewitt proposes, to render the following services to the Debtors: consulting and actuarial services, including but not limited to health care consulting and compensation consulting.

5. Hewitt's current fees arrangement is pursuant to a Master Service Agreement effective January 1, 2005, together with additional scope of work agreements.

6. Except as set forth herein, no promises have been received by Hewitt or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Hewitt has no agreement with any entity to share with such entity any compensation received by Hewitt.

8. Hewitt and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Hewitt does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Hewitt, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Hewitt is to be engaged.

10. In view of the foregoing, Hewitt is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

11. The foregoing constitutes the statement of Hewitt pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

C. Lawrence Connolly, III

C. Lawrence Connolly, III
Hewitt Associates LLC
100 Half Day Road
Lincolnshire, IL 60069-3340

Subscribed and sworn to before me
this 21st day of December, 2005.

Jennifer L. Byrd
Notary Public



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UNSWORN CERTIFICATE OF SERVICE

I, Molly Hagen, declare under penalty of perjury that on December 22, 2005, I served copies of the attached *Affidavit of Non-Legal Ordinary Course Professional, and Certificate of Service* by first class U.S. mail, to the following parties:

Delphi Corporation Attn: General Counsel 5725 Delphi Drive Troy, MI 48098	Skadden, Arps, Slate, Meagher & Flom Attn: John Wm. Butler, Jr. 333 West Wacker Drive, Suite 2100 Chicago, IL 60606
U.S. Trustee Attn: Alicia M. Leonhard, Esq. 33 Whitehall St., Suite 2100 New York, NY 10044	Latham & Watkins Attn: Mark A. Broude, Esq. 885 Third Avenue New York, NY 10022
Simpson Thacher & Bartlett, LLP Attn: Marissa Wesley, Esq. 425 Lexington Avenue New York, NY 10017	Davis Polk & Wardell Attn: Marlane Melican, Esq. 450 Lexington Avenue New York, NY 10017

Executed on: December 22, 2005

Signed: /e/ Molly Hagen
Molly Hagen
Rider Bennett LLP
33 South Sixth Street
Suite 4900
Minneapolis, MN 55402